

	M. Waller	1.10 hrs.
08/15/01	Work with J. Clark regarding appeal issues re: Section 46 argument.	
	M. Waller	0.20 hrs.
08/16/01	Research regarding duty to defend.	
	K. Helmer	2.40 hrs.
08/16/01	Work with M. Waller re: preparation of letter forwarding another copy of stipulation enlarging record to Respondent's counsel.	
	B. Moffitt	0.40 hrs.
08/17/01	Continued research on duty to defend claims within deductible	
	K. Helmer	3.20 hrs.
08/20/01	Telephone calls with M. Waller re: time extension on submissions; follow up re confidentiality issue re settlement agreements.	
	A. Marchetta	0.60 hrs.
08/20/01	Work with M. Bennett re: Section 46 appeal issues (1.3); Continuing to review case law, arguments, and briefs (1.3); Outlining arguments on appeal regarding same (1.1).	
	M. Waller	3.70 hrs.
08/21/01	Work with Mike Waller regarding research for appeal.	
	M. Bennett	1.30 hrs.
08/21/01	Review pleadings in connection with brief point re: insurance issues.	
	M. Bennett	3.00 hrs.
08/21/01	Continued drafting motion, certification of M. Waller, Notice, and Order.	
	J. Clark	5.80 hrs.
08/21/01	Review with M. Waller re issues for appeal.	
	A. Marchetta	0.40 hrs.
08/21/01	Working with M. Bennett re: Section 46 arguments on appeal.	
	M. Waller	1.50 hrs.
08/22/01	Shepardize and edit motion to supplement the record.	
	M. Bennett	0.80 hrs.

08/22/01	Research regarding duty to defend; review claim service agreement. K. Helmer	3.80 hrs.
08/22/01	Work with M. Waller re: executed stipulation enlarging the record and re further steps re finalizing record on appeal (1.0); travel to SDNY (1.0) re expedited execution of same by Judge Martin; confer with Judge Martin's chambers re: same; confer with clerk's office and Appeals Coordinator re: expedited filing of stipulation pertaining to documents missing from Court's file (3.0) B. Moffitt	5.00 hrs.
08/22/01	Review letter and signed stipulation to supplement the record pursuant to FRAP 10 from CNA counsel (.1); Confer with B. Moffitt re: finalizing record for appeal purposes; Working with B. Moffitt in preparing final stipulations and to certify record (1.0); Meeting with Judge Martin's law clerk at SDNY re: expedited execution of Stipulation and Order to enlarge record; Meeting with SDNY clerk with B. Moffitt re: finalizing record on appeal and index of record once remaining stipulations docketed (4.0); Reviewing and drafting revisions to motion to supplement record per FRAP 10 (.2) M. Waller	5.30 hrs.
08/23/01	Reviewed file for appeal; conference with M. Waller concerning motion to supplement. J. Clark	3.40 hrs.
08/23/01	Forwarded requested document to M. Waller. D. Florence	0.70 hrs.
08/23/01	Research regarding duty to defend. K. Helmer	4.30 hrs.
08/23/01	Follow up re: J. Posner telephone call. A. Marchetta	0.30 hrs.
08/23/01	Work with M. Waller re: execution by Judge Martin of stipulation enlarging record (.3); work in New York City with Clerk's office to file and docket stipulation; work with S. Parker re: preparation of index of record on appeal and confer with SDNY Appeals Coordinator re: same (4.7); appearance at Second Circuit clerk's office re: filing of certified docket entries, clerk's certificate, and index to record on	

	appeal. (.5)	
	B. Moffitt	5.50 hrs.
08/23/01	Worked with B. Moffitt and SDNY Clerk's office re: docketing of stipulation enlarging record and preparation of index of record on appeal (5.0); Filed certified docket, clerk's certificate and index to record on appeal with 2nd Circuit (.5).	
	S. Parker	5.50 hrs.
08/23/01	Work with A. Marchetta regarding finalizing record and motion to supplement the record (.1); Receive telephone call from Judge Martin's chambers re: signed stipulation and order enlarging record (.1); Draft memo to A. Marchetta regarding status (.3); Meeting with J. Clark re: additions and revisions to brief to supplement record (.5); Reviewing past briefs referencing affidavits sought to be included in the record i/c/w same (.9); Working with B. Moffitt re: obtaining signed stipulation and order and finalizing record on appeal and index of same; Confer with S. Parker regarding same (.4); Follow up telephone call to Judge Martin's chambers re: same (.2); Receive telephone call from J. Posner re: status of matter (.3); Draft memorandum regarding same and briefing schedule for J. Posner (.2); confer with M. Bennett re: section 46 appeal issues (.3).	
	M. Waller	3.30 hrs.
08/24/01	Appellate Brief: Research case law regarding retroactive application of repealed statutes in the public interest; sudden and accidental; review pleadings; confer with Mike Waller.	
	M. Bennett	6.50 hrs.
08/24/01	Review 1990 Settlement Agreement and Posner affidavits regarding caps on deductibles	
	K. Helmer	2.90 hrs.
08/24/01	Working with B. Moffitt re: finalizing index of record and appellate briefing.	
	M. Waller	0.3 hrs.
08/24/01	Working with M. Bennett re: appeal argument relating to NY Insurance law Section 46.	
	M. Waller	2.4 hrs.
08/24/01	Work with M. Waller re: follow up re index to record on appeal and re briefing.	

	B. Moffitt	0.30 hrs.
08/25/01	Drafting appeal brief K. Helmer	3.50 hrs.
08/27/01	Research; review pleadings; draft point for appeal. M. Bennett	6.00 hrs.
08/27/01	Drafting brief on appeal K. Helmer	2.30 hrs.
08/27/01	Preparation of correspondence to Respondents' counsel forwarding filed stipulations and advising re record on appeal; work with M. Waller re same. B. Moffitt	0.50 hrs.
08/27/01	Finalize letter with B. Moffitt to CNA counsel regarding status of record and stipulations (.3); Drafting additions and revisions to brief in support of motion to supplement records with Posner affidavits (.9); M. Waller	1.20 hrs.
08/28/01	Work with Michael Waller regarding appellate brief. M. Bennett	0.20 hrs.
08/28/01	Research and draft appellate brief point re: section 46.. M. Bennett	6.80 hrs.
08/28/01	Researched issues presented on appeal; reviewed revisions to motion to supplement record. J. Clark	6.70 hrs.
08/28/01	Continued work on appellate brief K. Helmer	4.30 hrs.
08/28/01	Review prior briefing re arguments for appeal of choice of law issue to Second Circuit; update internal docket entries. B. Moffitt	1.40 hrs.
08/28/01	Confer with M. Bennett regarding Section 46 issues for appeal. M. Waller	0.30 hrs.
08/28/01	Receive telephone call from T. Burack (Hampshire Chem.) re: revised protective order in AE/CU's reinsurance case. M. Waller	0.30 hrs.

08/28/01	Confer with K. Helmer and B. Bennett regarding preparation of draft briefs. M. Waller	0.40 hrs.
08/30/01	Discuss appellate issues with K. Helmer. M. Waller	0.50 hrs.
08/30/01	Follow up with A. Marchetta regarding status of appeal and issues. M. Waller	0.50 hrs.
08/29/01	Grace Appeal; research; review pleadings; draft appellate brief point re: section 46. M. Bennett	5.50 hrs.
08/29/01	Continued researching issues re: supplementing the record, pre-appeal motions, and section 46 issues. J. Clark	4.70 hrs.
08/29/01	Forward documents requested by K. Helmer. D. Florence	0.30 hrs.
08/29/01	Calls to S. Parker regarding exhibits to affidavits; continued work on brief points. K. Helmer	6.90 hrs.
08/29/01	Memos with M. Waller re order; review re issues. A. Marchetta	0.30 hrs.
08/29/01	Identified and retrieved additional documents requested by K. Helmer re: preparation of appeal brief. S. Parker	0.70 hrs.
08/30/01	Continued appellate research re: pre-appeal motions and effect of repealed statutes. J. Clark	2.10 hrs.
08/30/01	Continued work on brief points; call to M. Waller regarding same. K. Helmer	7.20 hrs.
08/30/01	Follow up with M. Waller re status; review re issues. A. Marchetta	0.50 hrs.
08/30/01	Identified and retrieved requested documents re: preparation of appeal brief. S. Parker	0.80 hrs.

08/31/01 Confer with B. Moffitt re: meeting with clients at Second Circuit Court; Gather documents needed for same.
D. Florence 0.60 hrs.

08/31/01 Worked with B. Moffitt and D. Florence re: record on appeal; Contacted Second Circuit clerk re: confirmation of record and procedures for retrieving of certified docket entries, index and clerk's certificate.
S. Parker 1.20 hrs.

08/31/01 Review notice from the District Court re: certification and filing of record (.1); Follow up with B. Moffitt regarding service of notice and index on CNA and follow up with S. Parker regarding same (.2); Conferring with M. Bennett regarding Superfund appeal issues and briefing issues (.1); Reviewing oral argument testimony re: pollution exclusion issues (1.4); Telephone conference with attorney C. Acree at PCS Nitrogen re: protective order in CU reinsurance matter (.3); Drafting letter to T. Weaver re: revisions to same (.7).
M. Waller 2.80 hrs.

Billing Summary

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
A. Marchetta	3.9	395.00	1,540.50
M. Waller	25.0	265.00	6,625.00
K. Helmer	48.1	250.00	12,025.00
M. Bennett	30.1	175.00	5,267.50
J. Clark	36.1	210.00	7,581.00
B. Moffitt	17.9	230.00	4,117.00
D. Florence	6.7	80.00	536.00
S. Parker	10.5	80.00	840.00

8/01 TOTAL W. R.

GRACE &

CO.\INSURANCE

COVERAGE/

178.3

38,532.00

NY Superfund

Action

CLIENT: 082913 W. R. GRACE & CO.\INSURANCE COVERAGE
Matter: 000009 NY Superfund Action

09/03/01	Conference with B. Moffitt and follow up re briefing and timing to enlarge record. A. Marchetta 0.3 hrs.
09/04/01	Conference with B. Moffitt and M. Waller re briefing and issues re same. A. Marchetta 0.6 hrs.
09/04/01	Review letter from counsel to Hampshire Chemical joining in Grace's comments re: protective order proposed in AE/CU re-insurance action. M. Waller 0.1 hrs.
09/04/01	Confer with A. Marchetta re same. M. Waller 0.6 hrs.
09/04/01	Analyzing statutory issues re: Section 46 and contract issues and reviewing briefs and affidavits re: same to confirm issues preserved on appeal. M. Waller 0.9 hrs.
09/04/01	Review record and prepare insert for procedural history and statement of facts. K. Helmer 3.6 hrs.
09/04/01	Research for appeal. M. Bennett 2.5 hrs.
09/04/01	Confer with A. Marchetta and M. Waller and continued preparation of brief section on choice of law; review case law re same. B. Moffitt 3.3 hrs.
09/04/01	Visit the U.S. Appellate Court in Manhattan to obtain filed documents; Update the case file and letters of submission binder. D. Florence 6.5 hrs.

09/05/01	Follow up with K. Helmer regarding appellate briefing schedule. M. Waller	0.2 hrs.
09/05/01	Draft inserts for procedural history and statement of facts; requests to S. Parker for copies of affidavits and policies; research regarding retrospective premiums. K. Helmer	4.5 hrs.
09/05/01	Continued work on motion to supplement record; incorporated changes made by M. Waller; amended affidavit to include additional facts. J. Clark	2.9 hrs.
09/05/01	Research case law regarding the effect of a repeal of a prohibitory statute; draft brief point; revise. M. Bennett	5.8 hrs.
09/05/01	Worked with K. Helmer, conducted database searches and reviewed file documents re: identification and retrieval of additional documents, including insurance policies and exhibits to affidavits, needed to prepare appeal brief and responded to various requests for information. S. Parker	2.6 hrs.
09/06/01	Confer and revise letter with B. Moffitt to CNA counsel re: record on appeal. M. Waller	0.1 hrs.
09/06/01	Discuss same with B. Moffitt. M. Waller	0.1 hrs.
09/06/01	Working with J. Clark re: same. M. Waller	0.2 hrs.
09/06/01	Review latest choice of law decision (Judge Scheinlin). M. Waller	0.9 hrs.
09/06/01	Working with M. Bennett re: appellate brief and issues (repealed statutes/public policy). M. Waller	0.6 hrs.

09/06/01	Drafting additions and revisions to motion and certification re: supplementing the records. M. Waller	1.0 hrs.
09/06/01	Review policies and affidavits regarding application of retrospective premiums and deductibles; research regarding retrospective premium endorsement and calls to locate copy of same; prepare inserts for statement of facts and procedural history. K. Helmer	5.2 hrs.
09/06/01	Confer with Michael Waller regarding research issues. M. Bennett	0.6 hrs.
09/06/01	Research and draft brief point of appellate brief re: section 46. M. Bennett	3.0 hrs.
09/06/01	Continued drafting motion papers; revised affidavits of M. Waller and brief in support; reviewed file papers including protective orders entered by Court during 1990s. J. Clark	2.0 hrs.
09/06/01	Assemble information and work with J. Clark re various stipulations for use in motion to supplement record. B. Moffitt	0.7 hrs.
09/06/01	Review recent class action applying the laws of numerous states; continued preparation of brief section on choice of law; review case law re same. B. Moffitt	4.2 hrs.
09/06/01	Create a new case file for appellate documents; Update case file and pleading board; Assist J. Clark with request for information. D. Florence	1.1 hrs.
09/06/01	Worked with K. Helmer and reviewed file documents re: retrieval of additional information needed to prepare appeal brief; Worked with B. Moffitt and conducted internet searches re: retrieval of recent opinions in the Southern District of NY and additional information needed to prepare appeal	

	brief.	
	S. Parker	1.0 hrs.
09/07/01	Work on issues; follow up with M. Waller re same.	
	A. Marchetta	0.4 hrs.
09/07/01	Working with B. Moffitt regarding choice of law issues on appeal.	
	M. Waller	0.3 hrs.
09/07/01	Confer with A. Marchetta re: status of briefing.	
	M. Waller	0.3 hrs.
09/07/01	Review letter from Hampshire Chemical counsel re: protective order in AE/CU's reinsurance matter.	
	M. Waller	0.1 hrs.
09/07/01	Review and draft additions and revisions to affidavit in support of motion to maintain seal on documents on appeal.	
	M. Waller	0.3 hrs.
09/07/01	Confer with J. Clark regarding same.	
	M. Waller	0.1 hrs.
09/07/01	Continued work on inserts for procedural history and statement of facts; research regarding retrospective premiums.	
	K. Helmer	3.0 hrs.
09/07/01	Research; appellate brief Section 46 point.	
	M. Bennett	4.0 hrs.
09/07/01	Continued preparation of appellate brief re: choice of law; review case law re same.	
	B. Moffitt	5.4 hrs.
09/07/01	Worked with M. Waller regarding introduction of additional documents; continued revising motion papers.	
	J. Clark	2.1 hrs.
09/07/01	Create chart of all Superfund discovery; Review files for missing documents; Work with J. Clark re: protective orders.	
	D. Florence	1.3 hrs.

09/07/01	Worked with B. Moffitt, conducted database searches and reviewed file documents re: identification and retrieval of additional documents needed to prepare appeal brief. S. Parker 1.2 hrs.
09/08/01	Continued work on inserts for brief on appeal K. Helmer 4.5 hrs.
09/10/01	Reviewing previous arguments, affidavits and exhibits re: same and considering issues re: additional supplements to record. M. Waller 0.5 hrs.
09/10/01	Reviewing and drafting additions and revisions to brief. M. Waller 1.1 hrs.
09/10/01	Conferring with S. Parker regarding preparation of appendix and printing briefs. M. Waller 0.1 hrs.
09/10/01	Working with J. Clark re: motion to supplement the record. M. Waller 0.8 hrs.
09/10/01	Working with B. Moffitt regarding choice of law issues. M. Waller 0.5 hrs.
09/10/01	Confer with K. Helmer regarding briefing schedule and preparation of brief, recent choice of law opinions and CNA retrospective premium issues. M. Waller 0.6 hrs.
09/10/01	Continued work on inserts for procedural history and statement of facts. K. Helmer 5.0 hrs.
09/10/01	Conference with M. Waller regarding admissibility of documents. J. Clark 0.8 hrs.
09/10/01	Finalized motion to supplement record and to permit records to remain sealed. J. Clark 0.8 hrs.

09/10/01	Draft appeal; review 1971 and 1982 legislation; edit. M. Bennett	3.0 hrs.
09/10/01	Confer with M. Waller re: appellate briefing; continued preparation of brief. B. Moffitt	0.5 hrs.
09/10/01	Worked with B. Moffitt and K. Helmer, conducted database searches and reviewed file documents re: identification and retrieval of additional briefing and related documents needed to prepare appeal brief. S. Parker	1.4 hrs.
09/11/01	Follow up re briefing. A. Marchetta	0.4 hrs.
09/11/01	Edit Appellate Brief. M. Bennett	1.2 hrs.
09/12/01	Work with M. Waller re staffing and case issues. A. Marchetta	0.4 hrs.
09/12/01	Confer with J. Clark regarding further supplementing the record. M. Waller	0.3 hrs.
09/12/01	Reviewing earlier briefs re: arguments re: retrospective premiums and deductibles re: issues preserved for appeal. M. Waller	0.9 hrs.
09/12/01	Drafting memorandum re: strategy to seek to further supplement the record on appeal. M. Waller	1.0 hrs.
09/12/01	Confer with A. Marchetta regarding issues re: supplementing the record. M. Waller	0.4 hrs.
09/12/01	Continued work on argument regarding deductibles/retrospective premium K. Helmer	4.0 hrs.
09/12/01	Reviewed changes made by M. Waller; finalized motion papers; conference with M. Waller	

	concerning additional papers to include in record. J. Clark	1.5 hrs.
09/13/01	Working with M. Bennett re: brief point re: appeal of Section 46 decisions. M. Waller	0.5 hrs.
09/13/01	Reviewing previous arguments re: legislative history and terms of contract. M. Waller	0.7 hrs.
09/13/01	Continued drafting argument regarding deductibles/retrospective premium; revise inserts for procedural history and statement of facts K. Helmer	5.1 hrs.
09/13/01	Confer with Michael Waller regarding appeal; section 46 argument. M. Bennett	0.5 hrs.
09/14/01	Continued preparation of brief section on choice of law; review case law re same. B. Moffitt	3.6 hrs.
09/15/01	Drafting argument regarding deductibles/retrospective premiums; research regarding same. K. Helmer	3.8 hrs.
09/17/01	Work with Mike Waller regarding case strategy regarding record and briefing of issues. A. Marchetta	0.5 hrs.
09/17/01	Reviewing draft arguments on appeal (choice of law, Section 46, and contract issues); Preparing comments to same. M. Waller	3.2 hrs.
09/17/01	Continued work on inserts regarding deductible/retrospective premiums for appellate brief K. Helmer	3.8 hrs.
09/18/01	Revise argument regarding deductibles and retrospective premiums; research regarding insurer's burden of proof K. Helmer	5.2 hrs.

09/19/01	Conference with B. Moffitt and D. Bueresse re: updating choice of law case law. M. Waller	0.3 hrs.
09/19/01	Confer with K. Helmer re: appellate brief points re: self insurance and 1990 settlement agreement. M. Waller	0.3 hrs.
09/19/01	Working with B. Moffitt re: choice of law brief point. M. Waller	0.4 hrs.
09/19/01	Reviewing brief re: supplementing record to add argument re: mischaracterization by CNA. M. Waller	0.9 hrs.
09/19/01	Continued work on deductibles/retrospective premium argument K. Helmer	4.8 hrs.
09/19/01	Checking and updating cites in appellate brief. D. Buerrose	2.7 hrs.
09/19/01	Confer with M. Waller re: appellate briefing; continued preparation of brief re choice of law. B. Moffitt	4.4 hrs.
09/20/01	Discussing brief point re: Section 46 issues with M. Bennett. M. Waller	0.2 hrs.
09/20/01	Working on appellate brief arguments. M. Waller	3.2 hrs.
09/20/01	Confer with J. Clark regarding additions and revisions to Motion to Supplement Record. M. Waller	0.3 hrs.
09/20/01	Draft additions and revisions to brief in support of motion to supplement record per strategy against CNA. M. Waller	2.7 hrs.
09/20/01	Conferring with K. Helmer regarding appellate brief point re: contract issues and statement of the case.	

	M. Waller	0.2 hrs.
09/20/01	Draft memorandum to J. Clark re: same and filing motions.	
	M. Waller	0.3 hrs.
09/20/01	Research and drafting insert for brief on appeal.	
	K. Helmer	4.5 hrs.
09/20/01	Confer with Brian Moffit; Edit Appellate Brief point re: section 46 and application of status.	
	M. Bennett	3.0 hrs.
09/20/01	Finalized motion papers incorporating new argument.	
	J. Clark	1.5 hrs.
09/20/01	Confer with M. Waller and M. Bennett re: appellate briefing; continued preparation of brief re choice of law.	
	B. Moffitt	4.1 hrs.
09/20/01	Updated citations in appellate brief.	
	D. Buerrose	1.7 hrs.
09/21/01	Meeting with M. Bennett and B. Moffitt re: appellate brief points.	
	M. Waller	0.6 hrs.
09/21/01	Working with J. Clark re: finalizing motion to supplement the record and to maintain sealed status of documents.	
	M. Waller	0.2 hrs.
09/21/01	Drafting additions and revisions to Section 46 brief point.	
	M. Waller	1.5 hrs.
09/21/01	Confer with Mike Waller and Brian Moffit regarding appellate brief.	
	M. Bennett	0.3 hrs.
09/21/01	Updated citations in appellate brief.	
	D. Buerrose	1.7 hrs.
09/21/01	Confer with D. Buerrosse re: shepardizing cases and updating case law cited.	

	B. Moffitt	4.7 hrs.
09/23/01	Review and revise inserts for brief on appeal. K. Helmer	3.3 hrs.
09/24/01	Confer with A. Marchetta re: status of appellate brief and finalizing pre-appeal motions. M. Waller	0.4 hrs.
09/24/01	Review and execute motion to supplement; conference with M. Waller re brief. A. Marchetta	0.8 hrs.
09/24/01	Discuss scheduling with B. Moffitt and follow up with clerk re: timing of motion and briefing schedule. M. Waller	0.3 hrs.
09/24/01	Confer with K. Helmer regarding brief points re: contract issues and to compile brief. M. Waller	0.7 hrs.
09/24/01	Working on appellate brief point re: choice of law. M. Waller	1.9 hrs.
09/24/01	Working with J. Clark and B. Moffit finalize motions to supplement record and maintain sealed status of documents. M. Waller	0.5 hrs.
09/24/01	Working with M. Bennett re: additions and revisions to argument re: application of former Section 46 of NY Insurance Law. M. Waller	0.4 hrs.
09/24/01	Continued work on argument regarding retrospective premiums/deductible; meet with M. Waller regarding same K. Helmer	3.8 hrs.
09/24/01	Confer with Michael Waller regarding appellate brief point re: Section 46. Review file; edit brief point. M. Bennett	2.5 hrs.
09/24/01	Work with M. Waller and J. Clark re motion to	

	supplement record; confer with M. Waller re: conference with Second Circuit staff counsel re same.	
	B. Moffitt	1.3 hrs.
09/24/01	Checked citations and updated case law in appellate brief.	
	D. Buerrose	3.8 hrs.
09/25/01	Forward motion papers to client; review re schedule.	
	A. Marchetta	0.2 hrs.
09/25/01	Working with J. Clark re: finalizing and preparing motions to supplement record and re: sealed documents for submission.	
	M. Waller	0.4 hrs.
09/25/01	Working with B. Moffitt regarding procedural statement and statement of the case.	
	M. Waller	2.0 hrs.
09/25/01	Draft memo to J. Clark and B. Moffitt re: finalizing motions to supplement record and maintain status of sealed documents.	
	M. Waller	0.5 hrs.
09/25/01	Conferring with B. Moffitt regarding schedule to submit briefs in light of motion to supplement record and communications with appellate court re: same.	
	M. Waller	0.4 hrs.
09/25/01	Telephone conference with B. Moffitt to E. DeCristofaro regarding schedule for submitting briefs in support of motion for oversized briefs and corresponding changes to briefing schedule.	
	M. Waller	0.5 hrs.
09/25/01	Appellate brief; review pleadings; edit.	
	M. Bennett	3.2 hrs.
09/25/01	Finalized motions for filing.	
	J. Clark	0.4 hrs.
09/25/01	Checked citations and updated cases in appellate brief.	

	D. Buerrose	4.0 hrs.
09/25/01	Numerous telephone calls to Second Circuit in effort to reach Staff Counsel's office; confer with Staff Counsel's office re motion to supplement record and re proposed extension to submit appellant's brief; work with M. Waller re same.	
	B. Moffitt	0.5 hrs.
09/25/01	Preparation of correspondence to Staff Counsel re motion to supplement record and re proposed extension to submit appellant's brief; work with M. Waller re same; telephone call to CNA counsel re same.	
	B. Moffitt	0.9 hrs.
09/25/01	Confer with M. Waller re: Statement of Case and preparation of same; review prior submissions re same.	
	B. Moffitt	2.8 hrs.
09/26/01	Working on brief points re: choice of law and Section 46 issues.	
	M. Waller	2.0 hrs.
09/26/01	Working with B. Moffitt regarding same.	
	M. Waller	0.3 hrs.
09/26/01	Conferring with J. Clark re: submission of pre-appeal motions and follow up re: submissions.	
	M. Waller	0.1 hrs.
09/26/01	Call with CNA counsel re: briefing schedule and draft letter to same re: schedule.	
	M. Waller	0.4 hrs.
09/26/01	Confer with M. Bennett re: Section 46 issues.	
	M. Waller	0.3 hrs.
09/26/01	Preparing letter to staff counsel re: time to submit motions for leave to file over-length brief and to supplement record.	
	M. Waller	0.6 hrs.
09/26/01	Continued work on inserts for brief on appeal.	
	K. Helmer	1.6 hrs.

09/26/01	Checked citations and updated cases in appellate brief. D. Buerrose	4.6 hrs.
09/26/01	Research; edit and draft appellate brief point. M. Bennett	2.0 hrs.
09/26/01	Preparation of correspondence to Staff Counsel re extension to serve appellant's brief and work with M. Waller re same; telephone call to CNA counsel re same. B. Moffitt	0.7 hrs.
09/27/01	Follow up with CNA counsel. M. Waller	0.3 hrs.
09/27/01	Confer with B. Moffitt re: letter to Second Circuit staff counsel re: briefing schedule. M. Waller	0.5 hrs.
09/27/01	Reviewing and drafting additions and revisions to statement of case; Reviewing past briefs and working with B. Moffitt regarding same. M. Waller	2.0 hrs.
09/27/01	Continued work on inserts for brief on appeal K. Helmer	1.4 hrs.
09/27/01	Continued preparation of correspondence to Staff Counsel re extension to serve appellant's brief and work with M. Waller re same. B. Moffitt	0.5 hrs.
09/27/01	Confer with M. Waller re: Statement of Case and preparation of same; review prior submissions re same. B. Moffitt	3.4 hrs.
09/28/01	Confer with A. Marchetta re: same. M. Waller	0.5 hrs.
09/28/01	Work with staff re follow up to motions. A. Marchetta	0.5 hrs.
09/28/01	Reviewing and drafting additions and revisions to appeal argument re: choice of law.	

	M. Waller	0.3 hrs.
09/28/01	Continued work on appellate brief points. K. Helmer	2.0 hrs.
09/28/01	Westlaw research re: unreported decisions cited in prior briefs on choice of law; review case law re same. B. Moffitt	2.8 hrs.
09/30/01	Research; review Second Circuit September 2001 case regarding contract interpretation. M. Bennett	0.6 hrs.

Billing Summary

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
A. Marchetta	4.10	395.00	1,619.50
M. Waller	49.30	265.00	13,064.50
K. Helmer	69.10	250.00	17,275.00
M. Bennett	32.20	175.00	5,635.00
D. Buerrose	18.50	140.00	2,590.00
J. Clark	12.00	210.00	2,520.00
B. Moffitt	43.80	230.00	10,074.00
D. Florence	8.90	80.00	712.00
S. Parker	6.20	80.00	496.00
9/01 TOTAL W.R.	244.1		53,986.00
GRACE & CO.\INSURANCE COVERAGE/NY Superfund Action			

Client: 082910 W.R. GRACE & CO.

Matter: 071814 Sale of Ambrosia Chocolate Property

08/24/01	Telcon Finkelstein & Cornell. L. Reilly	0.2 hrs.
09/06/01	Telcon Cornell & send affidavit & indemnity to him. L. Reilly	0.3 hrs.

Billing Summary

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
L. Reilly	0.50	325.00	162.50
TOTALS	0.50		162.50

Client: 082910 W.R. GRACE & CO.

Matter: 060897 Ambrosia Chocolate Facility

09/19/01	Review and comment on draft CEA report from URS; call with B. Miller on matter. W. Hatfield	1.5 hrs.
09/20/01	Attend to Draft CEA; call with S. Honl with comments on draft report; attend to same. W. Hatfield	1.2 hrs.
09/21/01	Attend to CEA; call to A. Nagy on matter. W. Hatfield	0.2 hrs.
09/24/01	Review revised draft CEA report; call to S. Honl at URS on same; review contract of sale and survey of site; confer with L. Rielly on RE matters. W. Hatfield	1.6 hrs.
09/26/01	Attend to lot designation issues in CEA; call with	

S. Honl on matter.

W. Hatfield

0.3 hrs.

Attorney Summary

Timekeeper	Hours	Rate	Dollars
W. Hatfield	4.80	225.00	1,080.00
TOTALS	4.80		1,080.00

Client: 082910 W.R. GRACE & CO.

Matter: 069254 Carteret Warehouse Subleases

09/06/01	Telcons Pierson & Ross, review subleases & draft amendment to AMF sublease. L. Reilly	2.0 hrs.
09/11/01	Telcon Dornbush. L. Reilly	0.1 hrs.
09/12/01	Telcon Dornbush, e-mail Pierson & send form of amendment to AMF sublease to him. L. Reilly	0.4 hrs.
09/17/01	Telcon Pierson. L. Reilly	0.1 hrs.
09/19/01	Sent lease amendment to Ross. L. Reilly	0.1 hrs.
09/21/01	Telcon Pierson. L. Reilly	0.1 hrs.

Billing Summary

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
L. Reilly	2.80	325.00	910.00

TOTALS	2.80	910.00
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Client: 082910 W.R. GRACE & CO.
 Matter: 075663 Clementon Environmental

08/16/01	Telcon Finkelstein re Clementon. L. Reilly	0.2 hrs.
08/21/01	Telcon Finkelstein re Clementon. L. Reilly	0.1 hrs.
08/22/01	Draft estop. certif. for Consolidated at Clement & send to Finkelstein & Langfan & telcons with them & Pierson & telcon & send estoppel to Alton of Consolidated. L. Reilly	1.3 hrs.
08/27/01	Review revised assignment docs. for Clementon from Finkelstein. L. Reilly	0.2 hrs.
08/30/01	Telcons Pierson & Alton re Clementon. L. Reilly	0.2 hrs.

Billing Summary

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
L. Reilly	2.00	325.00	750.00
TOTALS	2.80		910.00

Client: 082910 W.R. GRACE & CO.
 Matter: 075663 Clementon Environmental

09/19/01	Telcon Turner of Big Lots re estoppel for Clementon lease. L. Reilly	0.1 hrs.
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09/21/01	Telcon Pierson. L. Reilly	0.1 hrs.
09/27/01	Telcon Turner of Big Lots re Clementon. L. Reilly	0.1 hrs.
09/28/01	Review Vicki Finkelstein's e-mail re Clementon & telcons with Finkelstein & Pierson. L. Reilly	0.5 hrs.

Billing Summary

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
L. Reilly	.80	325.00	260.00
TOTALS	.80		260.00

Client: 082910 W.R. GRACE & CO.
Matter: 097440 Phoenix City, Alabama Lease

09/19/01	Review response re demand for insurance proceeds and follow up. A. Marchetta	0.3 hrs.
09/20/01	Review issues related to whether insurance proceeds constitute property of Grace's bankruptcy estate. S. Zuber	0.3 hrs.
09/20/01	Conference with S. Zuber re response on insurance issue. A. Marchetta	0.4 hrs.
09/21/01	Work on insurance and bankruptcy issues with A. Marchetta and J. Scordo. S. Zuber	0.3 hrs.
09/21/01	Work on issues re insurance recovery versus landlord's claim; conference with J. Scordo and S. Zuber re same. A. Marchetta	0.4 hrs.
09/24/01	E-mails and follow up with W. Green re research. A. Marchetta	0.2 hrs.
09/24/01	Review insurance and bankruptcy issues with A. Marchetta and then with W. Green. S. Zuber	0.4 hrs.
09/24/01	Attention to status of question of landlord's rights to proceeds of Grace's insurance policy. W. Green	0.2 hrs.
09/25/01	Review of letter from G. Furst, review case provided. Conduct legal research re: insurance proceeds as property of bankruptcy estate, additional insured's right to same. W. Green	1.7 hrs.
09/26/01	Continued legal research re: landlord's claimed rights to insurance proceeds. W. Green	1.6 hrs.

09/26/01	Continued research and analysis of party or parties entitled to claim interest in insurance proceeds where bankruptcy has intervened. W. Green	4.3 hrs.
09/27/01	Conference with W. Green re insurance/bankruptcy issue; review re same. A. Marchetta	0.6 hrs.
09/27/01	Preparation of memorandum regarding results to date of ongoing legal research. W. Green	0.8 hrs.
09/27/01	Continued research and analysis of landlord's claimed right to insurance proceeds for fire damage to leased property. W. Green	3.2 hrs.
09/27/01	Complete first draft of legal memorandum re: results of research re: claimed rights to proceeds of insurance policies. W. Green	1.6 hrs.
09/28/01	Review and revise memo regarding landlord's right, if any, to proceeds of insurance policy; and discuss law with A. Marchetta and W. Green. S. Zuber	0.7 hrs.
09/28/01	Review memo and work with W. Green and S. Zuber re same; follow up with J. Posner re same. A. Marchetta	0.5 hrs.
09/28/01	Review and analysis issues with S. Zuber, meet with A. Marchetta, telephone conferences with J. Scordo, general follow up on determinative legal issues. W. Green	0.7 hrs.

Billing Summary

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
A. Marchetta	2.40	395.00	948.00

S. Zuber	1.70	265.00	450.50
W. Green	14.10	220.00	3,102.00
TOTALS	18.20		4,500.50

Client: 082910 W.R. GRACE & CO.
 Matter: 062416 Prudential, et al.

09/05/01 Telephone calls re request from Third Circuit and follow up with client re same; work with staff re same; telephone call with USG counsel re same.
 A. Marchetta 0.6 hrs.

09/05/01 Conducted database searches, reviewed numerous indices and file documents re: identification and retrieval of most recent filing of a corporate disclosure statement re: preparation of corporate disclosure statement and related documents required in appeal process; Conducted internet searches re: identification and retrieval of Grace's last 10-Q filing re: same.
 S. Parker 2.3 hrs.

09/06/01 Follow up re issues with co-counsel; conference with C. Nanos re completion of information for Court.
 A. Marchetta 0.5 hrs.

09/06/01 Work on FRAP 26.1 disclosure.
 C. Nanos 1.3 hrs.

09/06/01 Worked with C. Nanos, conducted database searches and reviewed file documents re: retrieval of additional information needed to prepare corporate disclosure statement required in appeal process.
 S. Parker 0.8 hrs.

09/07/01 Work with C. Nanos re information for form for court.
 A. Marchetta 0.4 hrs.

09/10/01 Review client information for submission to Third Circuit.
 A. Marchetta 0.3 hrs.

09/12/01 Filing of Third Circuit forms; work on same.
A. Marchetta 0.6 hrs.

Billing Summary

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
A. Marchetta	2.40	395.00	948.00
C. Nanos	1.30	230.00	299.00
S. Parker	3.10	80.00	248.00
TOTALS	6.80		1,495.00

Client: 082910 W.R. GRACE & CO.
Matter: 065656 Weja, Inc.

08/02/01 Review motions in limine to address C. Mararo
request for information.
W. Hatfield 0.3 hrs.

08/28/01 Conference with W. Hatfield re follow up with
court; review re issues.
A. Marchetta 0.2 hrs.

08/28/01 Attend to Post-Trial issues.
W. Hatfield 0.2 hrs.

08/29/01 Follow up re request of court re decision.
A. Marchetta 0.3 hrs.

Billing Summary

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
A. Marchetta	0.50	395.00	197.50
W. Hatfield	0.50	225.00	360.00
TOTALS	2.10		557.50

Client: 082910 W.R. GRACE & CO.

Matter: 065656 Weja, Inc.

09/04/01	Attend to post trial issues. W. Hatfield	0.2 hrs.
09/20/01	Call with S. Honl at URS on status of CEA revision with DEP; memo to RGR and AJM. W. Hatfield	0.4 hrs.
09/21/01	Call to A. Nagy on DEP and case matters. W. Hatfield	0.2 hrs.
09/28/01	Call with J. Trela on matter. W. Hatfield	0.3 hrs.

Billing Summary

Attorney	Hours	Rate	Dollars
W. Hatfield	1.10	225.00	247.50
TOTALS	1.10		247.50

Client: 082910 W.R. GRACE & CO.

Matter: 051680 West Deptford Property

09/05/01	Telephone conference with P.Bucens regarding client's decision not to continue ISRA compliance at West Deptford facility. C. Donovan	0.3 hrs.
09/13/01	Reply to inquiry from C. Donovan. D. Payne	0.5 hrs.
09/19/01	Telephone conference with P.Bucens regarding shutdown of treatment unit and disposal issues relating to same and issues regarding air and NJPDES permit. C. Donovan	0.3 hrs.
09/20/01	Telephone conference with P.Bucens regarding	

possible termination options for various operating permits for remediation system.

C. Donovan 0.4 hrs.

09/21/01 Begin review of permits received from P.Bucens.

C. Donovan 0.3 hrs.

09/26/01 Telephone conference with P.Bucens regarding shut down of system, discussions with property owner and issues regarding permits and whether same should be terminated.

C. Donovan 0.4 hrs.

09/28/01 Review correspondence.

C. Donovan 0.2 hrs.

Billing Summary

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
C. Donovan	1.90	280.00	532.00
D. Payne	0.50	295.00	147.50
TOTALS	2.40		679.50

Client: 082910 W.R. GRACE & CO.

Matter: 054251 Williams Industries

08/23/01 Telephone conversation with Robert Emmett and Bob Marriam regarding status of matter vis-a-vis Grace bankruptcy; Obtain the Williams settlement agreement and memo summarizing case for R. Emmett.

M. Waller 0.6 hrs.

Billing Summary

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
M. Waller	0.60	265.00	159.00

TOTALS 0.60 159.00

Client: 082910 W.R. GRACE & CO.
 Matter: 054251 Williams Industries

09/04/01 Follow up with M. Waller re information for B.
 Emmett.
 A. Marchetta 0.2 hrs.

Billing Summary

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
A. Marchetta	0.20	395.00	79.00
TOTALS	0.20		79.00

SUMMARY OF COMPENSATION FOR THE INTERIM FEE PERIOD
JULY 1, 2001 THROUGH SEPTEMBER 30, 2001

Name of Professional Person	Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation (\$)
PARTNERS				
Anthony J. Marchetta	1974	395.00	63.7	25,161.50
Lawrence F. Reilly	1965	325.00	6.1	1,982.50
David W. Payne	1985	295.00	.5	147.50
Colleen R. Donovan	1987	280.00	1.9	532.00
Peter A. Forgosh	1968	345.00	1.5	517.50
Michael E. Waller	1991	265.00	108.5	28,752.50
Scott A. Zuber	1987	265.00	140.3	37,179.50
COUNSEL				
Kathy Dutton Helmer	1981	250.00	117.2	29,300.00
ASSOCIATES				
Denise L. Buerrose	Pending	140.00	18.5	2,590.00
Meghan Ann Bennett	1998	175.00	62.3	10,902.50
Christopher W. Nanos	1992	230.00	1.3	299.00
Jeffrey T. Testa	1999	185.00	13.4	2,479.00
Joseph A. Clark	1999	210.00	58.6	12,306.00
Brian E. Moffitt	1992	230.00	89.5	20,585.00
William S. Hatfield	1993	225.00	6.4	1,440.00
Alashia L. Chan	1994	220.00	.3	66.00
Wendy B. Green	1999	220.00	14.1	3,102.00
PARAPROFESSIONALS				
Douglas S. Florence	N/A	80.00	56.9	4,552.00
Susan Parker	N/A	80.00	21.2	1,696.00
Deborah A. Jenkins	N/A	80.00	38.2	3,056.00
Grand Total Time Reports (Hours and			820.4 Hours	

Dollars) for the Interim Fee Period July 1, 2001 through September 30, 2001			TOTAL	186,646.50
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COMPENSATION BY PROJECT CATEGORY FOR THE INTERIM FEE PERIOD
JULY 1, 2001 THROUGH SEPTEMBER 30, 2001

Project Category (Examples)	Total Hours	Total Fees
Telephone Calls	29.0	8,496.50
Correspondence Drafted	312.2	73,764.50
Correspondence and Pleadings Reviewed	81.5	21,820.50
Legal Research	113.0	23,961.00
Court Appearances, including preparation	39.0	10,325.00
Court Conference, including preparation	0	0
Internal Office Meetings	58.5	18,294.50
Out of Office Meetings, excluding Court Conference	59.6	16,099.00
File Review	31.1	4,038.00
Travel Time	3.3	1,618.50
Other Services	93.2	8,229.00
Grand Total Time Reports for the Interim Fee Period July 1, 2001 through September 30, 2001	820.4 Hours TOTAL	 186,646.50